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RECORDATION NO. 18631-0.R.S. FILED 1425

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

AUG 30 1994 -9 00 AM

INTERSTATE COMMERCE COMMISSION

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

August 29, 1994

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are: three (3) executed copies of a Fifth Amendment to Security Agreement-Trust Deed, dated as of August 29, 1994; three (3) executed copies of a Bill of Sale, dated as of August 25, 1994; and three (3) executed copies of an Assignment and Assumption Agreement, dated as of August 25, 1994, all of which are secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Security Agreement-Trust Deed, dated as of December 30, 1993, between ACF Railcar Acquisition Corporation, as Debtor, and Internationale Nederlanden (U.S.) Capital Corporation, as Secured Party, which was duly filed with the Commission on December 30, 1993, under Recordation Number 18631, and the secondary documents thereunder.

The names and addresses of the parties to the enclosed documents are:

Bill of Sale

Seller: ACF Railcar Acquisition Corporation
3301 Rider Trail South
Earth City, Missouri 63045-1383

Buyer: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045-1383



Mr. Sidney L. Strickland, Jr.
August 29, 1994
Page 2

Assignment and Assumption Agreement

Assignor: ACF Railcar Acquisition Corporation
3301 Rider Trail South
Earth City, Missouri 63045-1383

Assignee: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045-1383

Fifth Amendment to Security Agreement-Trust Deed

Debtor: ACF Railcar Acquisition Corporation
3301 Rider Trail South
Earth City, Missouri 63045-1383

Secured Party: Internationale Nederlanden (U.S.) Capital
Corporation
135 East 57th Street
New York, New York 10022-2101

A description of the railroad equipment covered by the enclosed document is:

four hundred and seventy-three (473) special purpose covered hopper and tank railcars bearing ACFX reporting marks and road numbers and the equipment leases related thereto that are being RELEASED from the Security Agreement are identified in Annex A and Annex B, respectively, attached to the Fifth Amendment to Security Agreement-Trust Deed.

Also enclosed is a check in the amount of \$54.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

AUGUST 30, 1994

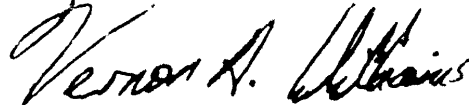
OFFICE OF THE SECRETARY

ROBERT W. ALVORD
ALVORD & ALVORD
918 16TH STREET NW SUITE 200
WASHINGTON DC 20006-2973

Dear MR. ALVORD:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/30/94 at 9:00AM, and assigned recordation number(s). 18631-Q, 18631-R, 18631-S .

Sincerely yours,

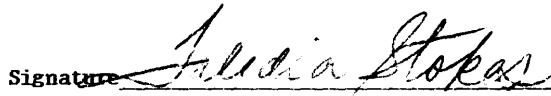


Vernon A. Williams
Acting Secretary

Enclosure(s)

\$ 54.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 18631-0 FILED 1425

AUG 30 1994 -9 00 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL PERSONS BY THESE PRESENTS:

That ACF RAILCAR ACQUISITION CORPORATION, a Delaware corporation (the "Transferor"), for good and valuable consideration, the receipt of which is hereby acknowledged, effective as of the date hereof, does hereby sell, grant, bargain, convey, assign, transfer, deliver and set over to ACF Industries, Incorporated, a New Jersey corporation (the "Transferee"), all of the Transferor's right, title and interest in and to the special purpose covered hopper and tank railcars described on Schedule 1 hereto (the "Equipment").

TO HAVE AND TO HOLD all and singular the Equipment above described to the Transferee, its successors and assigns, for its and their use only, forever.

The Transferor hereby warrants to the Transferee and its successors and assigns that, on the date hereof, the Transferor has, and at the time of delivery of the Equipment, the Transferor will have, legal title to the Equipment and good and lawful right to sell the Equipment and at the time of delivery, the Equipment will be free and clear of all Liens (as defined in the Asset Transfer Agreement dated as of the date hereof between the Transferee and the Transferor). The Transferor hereby covenants to defend title to the Equipment against demands of all persons whomever based on claims originating prior to the delivery of the Equipment.

THE BILL OF SALE IS DELIVERED BY THE TRANSFEROR TO THE TRANSFEE IN EARTH CITY, MISSOURI, AND IS GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

IN WITNESS WHEREOF, ACF INDUSTRIES, INCORPORATED has caused this instrument to be executed by its duly authorized representative as of the 25th day of August, 1994.

ACF RAILCAR ACQUISITION CORPORATION

By: Umesh Choksi

Name: Umesh Choksi

Title: President

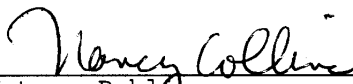
SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex A hereto.

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. LOUIS)

On this 25th day of August, 1994, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri, and is President of ACF Railcar Acquisition Corporation, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

NANCY COLLINS
NOTARY PUBLIC - STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXPIRES AUG. 2, 1996

Annex A

ACFX	21279	ACFX	21283	ACFX	27289	ACFX	21292	ACFX	21299
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